

No. of Company 1646966

The Companies Acts 1948 to 1980

and

The Companies Act 1985 (as amended)

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

---

MEMORANDUM AND ARTICLES

OF ASSOCIATION OF

**THE ASSOCIATION OF EVENT**

**ORGANISERS LIMITED**

As amended by Special Resolutions  
Dated: 28<sup>th</sup> November 1986, 22<sup>nd</sup> May 1989  
24<sup>th</sup> May 1990, 28<sup>th</sup> February 2001, 15<sup>th</sup> September 2006, 11<sup>th</sup>  
September 2008 and 9<sup>th</sup> September 2009

(Incorporated the 29<sup>th</sup> day of June 1982)

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

THE ASSOCIATION OF EVENT ORGANISERS LIMITED

GENERAL

1 In these presents the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS

MEANINGS

The Act

The Companies Act 1948 and every statutory modification or re-enactment thereof for the time being in force.

These presents

These Articles of Association, and the regulations of the Association from time to time in force.

The Association

The above-named Company.

The Company Secretary

If the Council so desires shall be the CEO or such other person appointed by the Council as Company Secretary within the meaning of the Act.

The Council

The Council of Management for the time being of the Association.

Chairman

The person appointed as Chairman pursuant to the terms to these articles.

Deputy Chairman

The person appointed as Deputy Chairman who will be appointed by the same process as the Chairman and to whom the provisions of article 39 shall also apply.

Chief Executive Officer (CEO)

The person from time to time appointed to the office of Chief Executive Officer of the Association pursuant to these presents and not a director within the meaning of the Act.

Members of the Council

Members who have been appointed to the Council pursuant to these articles each being Directors within the meaning of the Act.

Member's Representative

A person who shall at any time be validly appointed as a representative of a member pursuant to Article 14 of these presents.

The Office

The registered office of the Association.

The Seal

The Common Seal of the Association

Month

Calendar month

In Writing

Written, printed or lithography, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural, and vice versa; and

Words importing the masculine gender only shall include the feminine gender;  
and

Words importing persons shall include corporations, companies and partnerships.

Subject as aforesaid, any words or expression defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

- 2 The number of members with which the Association proposes to be registered is 1000, but the Council may from time to time register an increase of members.
- 3 The provisions of section 110 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.
- 4 The Association is established for the purposes expressed in the Memorandum of Association.

#### MEMBERSHIP

- 5 There shall be three classes of members of the Association and the subscribers to the Memorandum of Association shall and other persons may be admitted to membership if eligible within one of the classes of membership as follows: -

(1) Organiser Members shall be:

- (a) those persons who at the date of incorporation of the Association are members of the association of Exhibition Organisers, and
- (b) other persons engaged in the business of organising events and admitted by the Council as falling within this class, and
- (c) The subscribers to the Memorandum of Association

(2) Associate Members shall be persons who whilst not engaged directly in the business of organising exhibitions or events of that nature are engaged in a business or trade ancillary thereto or associated therewith which shall appear to the Council as sufficient to constitute eligibility for membership within this class.

(3) Honorary Members shall be such persons (other than bodies corporate) as the Council shall elect to this class of membership. Honorary members shall be elected for life but shall be subject to the provisions herein as to expulsion.

6 Members cannot join or be registered under more than one category of membership. All Members shall be entitled to receive notice of and to attend general meetings of the Association. Only Organiser Members and Honorary Members shall be entitled to vote at general meetings of the Association. Associate Members shall not be entitled to vote at general meetings of the Association.

- 7 Organiser Members and Associate Members shall pay to the Association an entrance fee on admission to membership and subscription fees. Honorary Members shall not be bound to pay an entrance fee or subscription fees to the Association. Any member in respect of whom any entrance or subscription fee to the Association remains unpaid for a period of three months after the same became due and payable shall not whilst such default continues be entitled to receive notice of or attend or vote at any general meeting or adjourned general meeting of the Association.

#### ADMISSION OF MEMBERS

- 8 Membership shall be subject to Council approval at its absolute discretion. Applicants for membership shall submit to the Association and address to the CEO an application in writing specifying the class of membership for which application is being made. Such Application shall be signed by the applicant and shall be in such form and contain such particulars as may be prescribed from time to time by the Council. Applications shall be considered by the Council so soon as practicable after receipt by the Association but the Council shall be entitled to seek further information from any applicant and may adjourn consideration of any application in its discretion. If any application is refused by the Council it shall not be bound to give its reasons.

#### TERMINATION OF MEMBERSHIP AND EXPULSION

- 9 (1) The rights and privileges of a member shall not be capable of being transferred (save where there has been a bona fide re-organisation of the business of a member not occasioned by insolvency) and shall cease upon a member ceasing to be a member so that no such person shall be entitled to any refund of any

entrance or subscription fee paid by him nor by himself nor any successor in title have any claim upon the Association or its property or assets or against any of its officers. A member ceasing to be a member shall remain liable to the Association for any entrance fee or subscription fee for which he shall be liable at the date of his ceasing to be a member and which shall remain unpaid notwithstanding their termination of his membership.

9 (2) Nothing herein shall prevent the Council upon such terms as it shall think appropriate permitting a member within one class of membership transferring to another class of membership if in the events that occur the member shall cease to be eligible within the class to which he was first admitted to membership.

10 A member shall cease to be a member:

- (1) If he gives written notice to the Association that he resigns his membership; or
- (2) If (being a corporation) it goes into liquidation or (being an individual) he dies or becomes of unsound mind or bankrupt or compounds with his creditors; or
- (3) (a) If a member fails to pay the Association within three months after the same became due any entrance fee or subscription fee and the Council serves written notice of cessation of membership on such member; or  
(b) If the Council being of the opinion that he (not being an Honorary Member) has ceased to be eligible as a member of the class to which he was admitted on membership his name is removed from the register pursuant to the authority of a decision of the Council;  
or

(4) If he is expelled.

11 A member may be expelled and his name removed from the register in accordance with the following procedures:

(1) The council may at its sole discretion on its own motion or pursuant to any resolution of a general meeting consider the question of expulsion of any member or refer the question of the expulsion of any member to a committee of three or more of its members ("the Expulsion Committee"). If the Expulsion Committee shall after considering the matter resolve (including by a majority) that the member concerned be expelled then notice of that fact shall forthwith be given in writing to the member concerned.

(2) A decision of the Expulsion Committee that a member may be expelled need not be acted upon if the Council believes there are special and valid reasons why the member's name should not be removed from the register.

(3) The Council and/or the Expulsion Committee shall each have the right to conduct their respective considerations of the matter in manner as they consider appropriate provided that they act fairly and according to natural justice and in particular it or they shall accord the member concerned an opportunity to be heard and to know what particular matters are receiving consideration it or by them. Neither the Council nor the Expulsion Committee shall be bound to give reasons for its decisions. The rights of the member concerned shall be limited by and to the foregoing.

- (4) No public announcement as to the expulsion of any member shall be made until after the decision of the Council or Expulsion Committee.

#### ENTRANCE FEES AND SUBSCRIPTIONS

- 12 Each Organiser Member and Associate Member shall pay to the Association forthwith upon admission to membership such entrance fee then prevailing and as from time to time determined by the Council so that the Council may determine that the entrance fees prevailing shall differ as to the differing classes of members.
- 13 (1) Each Organiser Member and Associate Member shall pay to the Association subscription fees in respect of each year.
- 13 (2) Subscription fees payable in respect of such period shall be payable on the 1<sup>st</sup> day of January (or such other date as the Council may decide) and thereafter as the subscription fee of any member may be adjusted including any additional subscription fee levy assessed by the Council. By concession to members whose annual subscription exceeds £10,000.00 the Council may at its sole discretion permit payment thereof by two or more instalments on such dates as the Council shall decide. Every subscription fee whether initial or by adjustment shall become due and payable to the Association (or by the Association if on any adjustment a member shall be entitled to any rebate on fees paid) on the date for payment thereof specified in the notice thereof given to each member.

- 13 (3) Subscription fees shall be determined as the Council may in its discretion determine according to the amount of exhibition area let to exhibitors or otherwise according to the extent of the member's direct or indirect or associated involvement in business relating to exhibitions and similar events. Members shall be bound to provide the Association with all information required by the Council concerning the amount of exhibition area lettings effected associated works and otherwise as to enable subscription fees to be assessed. If a member fails or fails promptly to make such information available to the Association the Council shall be entitled to assess subscription fees according to business estimated by the Council.
- 13 (4) The Association shall be entitled to assess subscription fees initially for the year on an estimated basis or according to lettings and business with respect to a prior and thereafter to adjust subscription fees on actual lettings or business as made known to the Association or if necessary as estimated by the Council.
- 13 (5) The Council may from time to time and in their discretion resolve as to the manner in which subscription fees shall be assessed and become payable by members in order to provide more conveniently for the assessment and collection of subscription fees or in order to provide in their discretion more fairly as to the manner in which subscription fees shall be borne as between members of the different classes of membership bound to pay the same or as between one or more members of one class and other members of that class of membership and so that no such resolution of the Council shall be or be deemed to be an amendment to this Article.

## MEMBER'S REPRESENTATIVES

14 An Organiser member may at any time and from time to time by notice in writing to the Association appoint or terminate the appointment of any person (in this article meaning an individual or number of individuals) as Member's Representative of the member so appointing provided that the person so appointed is a partner director or senior officer or employee of the member so appointing him. A Member's Representative so appointed may occupy the role provided for in these presents and nothing herein shall prevent or control the appointment by a member of a proxy or other agent for any other purpose. A Member's Representative shall cease to be validly appointed:

- (1) if the member appointing him ceases to be a member of the Association,  
or
- (2) if he gives written notice to the Association that he declines to act or to act further as a Member's Representative or as such for the member appointing him, or
- (3) if he dies or becomes of unsound mind or bankrupt or compounds with his creditors, or
- (4) if the member appointing him terminates his appointment or appoints or attempts to appoint some other person in his place.
- (5) If he leaves the employment of the member (or in the case of a partnership he leaves the partnership)

## GENERAL MEETINGS

- 15 The Association shall hold a general meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held no more than fifteen months after the holding of the last preceding Annual General Meeting and that so long as the Association holds its First Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
- 16 All general meetings, other than Annual General Meetings shall be called Extraordinary General Meetings.
- 17 The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default maybe convened by such requisitionists, as provided by Section 132 of the Act.
- 18 Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other general meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices

from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

- 19 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings had, at any meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

- 20 All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors, and with the following further exception. A member may not less than twenty eight clear days before the date fixed for the holding of the Annual General Meeting give written notice to the Association addressed to the Director of business which he wishes to have discussed at the meeting under "other business" and that business may only be considered and resolved at the meeting if the Chairman of the meeting declares he is satisfied that it is business in respect of which it was not necessary that members generally receive notice. The Chairman may permit such business to be considered but refuse to permit any resolution with respect thereto to be put to the meeting.

- 21 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided five Organiser Members present in person or by proxy of whom at least two shall not be members of the Council or have as Member's Representative persons who are members of the Council shall be given a quorum.
- 22 If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Organiser Members present in person or by proxy shall be a quorum.
- 23 The Chairman (if any) of the Council shall preside as Chairman at every general meeting, but if there be no such Chairman, or if at any meeting he shall not be present within five minutes after the time appointed for holding the same, or shall be unwilling to preside, the Organiser Members present shall chose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some Organiser member of the Association who shall be present to preside.
- 24 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is

adjourned for thirty days or more, notice of the adjourned meeting shall subject to Article 7 be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

25 (1) Subject to Article 26, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of a show of hands) demanded: -

(a) By the Chairman of the Meeting; or

(b) By at least three Organiser Members present in person or by proxy;

Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried unanimously or by a particular majority, and an entry to that effect in the book containing the Minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such a resolution. The demand for a poll may be withdrawn.

25 (2) Except as provided in paragraph (1) above, if a poll is duly demanded, it shall be taken in such a manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

25 (3) A poll demanded on the election of the Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question

shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded, may be proceeded with pending the taking of the poll.

25 (4) In the case of an equality of votes, the Chairman shall both on a show of hands and on a poll have a second or casting vote.

26 At any general meeting the election or re-election of members of the Council shall be decided:-

(1) where the number of persons standing for election or re-election exceeds the number of vacancies, by poll when each Organiser member & Honorary member present in person or by proxy shall have one vote; or

(2) where the number of persons standing for election or re-election is equal to or less than the number of vacancies, in such manner as the Chairman in his absolute discretion thinks fit.

27 On a show of hands and on a poll each Organiser Member and Honorary Member (unless able to vote in any other capacity) present in person or by proxy shall have one vote.

28 Members entitled to attend or attend and vote may do so either personally or by proxy. A corporation may also attend or attend and vote by its duly authorised representative appointed as provided by section 139 of the Act. A proxy need not be a member.

- 29 The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation then under the hand of some officer duly authorised in that behalf.
- 30 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office or as otherwise directed by the Council not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to attend or (if entitled) vote and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
- 31 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjournment meeting at which the proxy is used.
- 32 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit –

"I/We

"of

"a Member of the Association of Event Organisers Limited  
hereby appoint

"of  
"to attend and to vote for me/us on my/our behalf at the  
"Annual or Extraordinary or Adjourned, as the case may be  
"General Meeting of the Association to be held on  
the            day  
"of            and at every adjournment thereof.  
"As witness my hand this            day of 20 ."

### COUNCIL OF MANAGEMENT

- 33      Until otherwise determined by a General Meeting the number of the members of the Council shall not be less than fifteen nor more than twenty-five.
- 34      The first members of the Council shall be the initial subscribers to the Memorandum. Provided that before so acting each shall in writing to the Association consent to act and provided further that if within three months after the incorporation of the Association any of such persons shall not be eligible to hold office as a member of the Council in accordance with Article 36 hereof he shall forthwith cease to be a member of the Council.
- 35      The Council may from time to time and at any time appoint any individual Organiser Member of the Association or any Member's Representative or Members Representatives (up to a maximum of two) or any Honorary member as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual

General Meeting, but he shall then be eligible for re-election. The provisions of section 185 of the Act shall not apply to the Association.

- 36 No person who is not (i) a Member's Representative (ii) an individual Organiser member (iii) an Honorary member or shall in any circumstances be eligible to hold office as a member of the Council and no more than two Member's Representative of the same member shall be members of the Council at any time.

#### POWERS OF THE COUNCIL

- 37 The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers to the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association and as are not by statute or by these presents required to be exercised or done by the association in general meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in general meeting, but no regulation made by the Association in general meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

38 The members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.

#### CHAIRMAN OF THE ASSOCIATION

39 (1) The Chairman of the Association shall be the person elected by the Council from its members at the first meeting of the Council to be held after the Annual General Meeting in every second year. Subject to the provisions of these presents the Chairman of the Association shall hold office from the conclusion of the meeting of the Council at which he is elected until the appointment of a new Chairman in accordance with these presents following the end of his two year term in office. A Chairman's term of office shall not exceed two consecutive years. A retiring Chairman shall not be eligible for re-election immediately after retiring but will be eligible for future elections.

39 (2) The provisions of Articles 43 to 47 shall not apply to the Chairman. The Chairman, on cessation of his appointment as Chairman, shall remain ex officio a member of the Council until the next Annual General Meeting when he shall retire but shall be eligible for re-election as a member of the Council in accordance with the provisions of Articles 43 to 47.

39 (3) The Chairman of the Association may be removed from that office by resolution of the Council.

39 (4) If for any reason there shall be a vacancy in the office of Chairman (other than by reason of the expiry of the Chairman's term of office) the Council shall as soon as practicable elect from its members a successor who shall continue to hold office until the date when but for such vacancy his predecessor's term of office would have expired.

39 (5) All references in this article 39 to Chairman shall apply equally to the Deputy Chairman and references elsewhere in these articles to the Chairman shall be deemed to refer to the Deputy Chairman where the Deputy Chairman stands in for the Chairman in absentia.

#### DIRECTOR AND OTHER OFFICERS

40 (1) The CEO of the Association shall be the Secretary of the Association both generally and (if the Council so desires) as the Secretary for the purposes of the Act and subject to section 21(5) of the Companies Act 1976 shall be appointed by the Council for such time, as such remuneration and upon such conditions as it may think fit, and any CEO so appointed may be removed by the Council. The Council may from time to time appoint an assistant or Deputy CEO and if required by the Council any such person shall be assistant or deputy secretary as the case maybe and any person so appointed may act in place of the CEO if there be no CEO or no CEO capable of acting.

40 (2) The Council may from time to time appoint such other officers and upon terms as to remuneration and otherwise upon such conditions as it shall determine and may remove any such officer appointed.

#### THE SEAL

41 The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council or one member of the Council and the Company Secretary and the said members or member and the Company Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed. Instruments may also be executed by the above parties by authority of a resolution of the Council without affixation of the seal.

#### DISQUALIFICATION OF MEMBERS OF THE COUNCIL

42 The office of a member of the Council shall be vacated:-

- (1) if a receiving order is made against him or he makes any arrangement or composition with his creditors,
- (2) if he becomes of unsound mind,
- (3) if he ceases to be either a member of the Association or a Member's Representative,
- (4) if by notice in writing to the Association he resigns his office,

- (5) if he becomes prohibited from holding office by reason of any order made under the Act,
- (6) if he is removed from office by a resolution duly passed pursuant to section 184 of the Act,
- (7) at the discretion of the Council if during any period of 12 consecutive months he shall have been absent without the permission of the Council from more than one-half of the meetings of the Council held during that period,
- (8) if he is a Member or a Member's Representative appointed by a Member whose name is removed from the register for any reason.

#### ROTATION OF MEMBERS OF THE COUNCIL

- 43 At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one quarter of the members of the Council for the time being, or if the number is not a multiple of four then the number nearest to one-quarter shall retire from office.
- 44 The members of the Council to retire shall be determined in the following manner save that if the member or one of the members thereby to retire would be the currently elected Chairman/Deputy Chairman he shall not be the member or one of the members to retire but he shall in such event retire or be one of the members of the Council to retire at the Annual General Meeting next following

his ceasing to be Chairman/Deputy Chairman. The members of the Council to retire shall be those who have been longest in office since their last election or appointment other than the currently elected Chairman. As between members of equal seniority the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.

- 45 There is no Article 45.
- 46 No person shall be eligible for election or re-election to membership of the Council at any general meeting, unless not less than twenty-eight days before the day appointed for the meeting there shall have been given to the CEO notice in writing, by an Organiser member of his intention to propose such person for election or re-election and also notice in writing, signed by the person to be proposed, of his willingness to be elected or re-elected.
- 47 The Association may from time to time in general meetings increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced member shall go out of office and may make the appointments necessary for effecting any such increase.

#### PROCEEDINGS OF THE COUNCIL

- 48 The Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined eight

shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. The Council has the right to call upon any person whether a member or not to attend advise or report to the Council at any Council meeting but such person shall have no vote at any such meeting.

49 The Chairman may, and on the request of any four members of the Council the CEO shall summon a meeting of the Council by 7 days notice served upon all members of the Council individually. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

50 The Chairman shall be entitled to preside at all meetings of the Council at which he shall be present, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

51 A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.

52 The Council may delegate any of their powers to committees or working parties consisting of such members Member Representatives or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the

Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council or by resolution of the Council.

- 53 All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
- 54 The Council shall cause proper minutes to be made of all appointments of officers and Committee members made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairmen of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 55 A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it has been passed at a meeting of the Council or of such committee duly convened and constituted.

## ACCOUNTS

- 56 The Council shall cause accounting records to be kept in accordance with the requirements of the Act.
- 57 The Accounting records shall be kept at the office, or, subject to the provisions of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council and officers of the association.
- 58 The Council or the Association in general meeting may from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members of the Association, and no member shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in general meeting.
- 59 At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed

or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 158 (1) (c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 14 of the Companies Act 1967.

### AUDITS

60 Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

61 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Council being treated as the Directors mentioned in those provisions.

### CODE OF CONDUCT

62 Every member agrees to observe the Code of Conduct for the time being adopted by the Association as if the same were for the time being incorporated in these presents. The Code of Conduct shall initially be identified by the subscribers to the Memorandum of Association signing a copy thereof. Thereafter and notwithstanding the foregoing the Code of Conduct shall be the code as so identified subject to amendment addition variation or abrogation or adoption as the Association in general meeting by ordinary resolution may determine from

time to time. Breach of the Code of Conduct may but need not necessarily be a ground for expulsion of a member.

### INSIGNIA

63 Subject to such regulations as the Association may from time to time adopt members may describe themselves as members of this Association in trade literature and communications and may in that context utilise the insignia of the Association on such literature and communications provided that such use of the Association's name or insignia shall not without express permission be otherwise than in the context of the member's membership of the Association and provided further that no member shall permit the use of the Association's name or insignia by any person who is not a member other than strictly limited to such member's involvement in any exhibition promotions or event organised by such non member.

### NOTICES

64 A notice may be served by the Association upon a member, either personally or by sending it through the post in a pre-paid letter, addressed to such member at his registered address as appearing in the register of members.

65 Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only these members who are described in the

register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

- 66 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

#### DISSOLUTION

- 67 Clause 8 of the Memorandum of association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles. Clause 8 of the Memorandum of association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to or distributed among the members of the Association in proportion to the amount members have contributed in the previous financial year.

#### INDEMNITY

- 68 Every member of the Council, CEO, Auditor or other officer for the time being of the Association in dealing with the affairs of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given

in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court.

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Names and descriptions of Subscribers

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T M Ellison  
Chartered Secretary

P Moloney  
Company Chairman

C P Garrett  
Company Director

P H Sweetser  
Company Director

R Seager  
Company Director

M A Montgomery  
Chairman

T A Webb  
Chartered Secretary

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Dated this 1<sup>st</sup> day of April, 1982

Witness to the above signatures:-  
A Whittle

017/MMM004